

# Falmouth & Exeter Students' Union

## CIO Board of Trustees Minutes

Date	Thursday 8 July 2021	Time	5:00-:5:15pm
Location	MS Teams Online – connection via the calendar invitation		
Trustees	Paul Northmore (PN) Charlotte Agnew (CA) Rosie Hunnam (RH) Cara Chittenden (CC)	Lay Trustee (Chair) President Welfare & Inclusivity Lay Trustee Lay Trustee	
In attendance	Sarah Davey (SD) Karen Pardoe (KP)	Chief Executive Project Officer (minutes)	

Item and Minute
<p><b>1. Welcome (PN)</b></p> <p><b>1.1. Noted:</b> that the register of interest was circulated and that there is a conflict of interest in item 2. No further conflicts were declared.</p>
<p><b>2. Incorporation Resolution</b></p> <p><b>2.1. Received:</b> <i>CIO Resolution (paper 1)</i></p> <p><b>Purpose of meeting</b></p> <p><b>2.2. Noted:</b> The New Charity has been set up to receive the assets, activities and liabilities of Falmouth &amp; Exeter Students' Union, an unincorporated charity with charity registration number 1145405 (the "Unincorporated Charity") (the "Incorporation").</p> <p><b>Conflicts of Interest</b></p> <p><b>2.3. Noted:</b> It was noted that all of the trustees of the New Charity are also trustees of the Unincorporated Charity (the "<b>Conflicted Trustees</b>"), and that all of the other trustees of the Unincorporated Charity would become trustees of the New Charity on 1 August 2021 (being the date on which Incorporation will take effect). It was further noted that the transfer agreement effecting the Incorporation (the "<b>Transfer Agreement</b>") would grant an indemnity to the trustees of the Unincorporated Charity.</p> <p><b>2.4. Noted:</b> The trustees of the New Charity therefore all have a conflict of interest in relation to the Incorporation and are unable to participate in the decision-making process, be counted in the quorum and vote, and so the conflict of interests must be authorised by the Charity Commission under section 105 of the Charities Act 2011 before the Incorporation can proceed.</p> <p><b>2.5. Noted:</b> It was noted that an application to the Charity Commission for its consent to the Incorporation and authorisation of the conflicts of interest under section 105 had therefore been submitted on behalf of the New Charity.</p>

**2.6. Noted:** It was further noted that there would be insufficient unconflicted trustees on the board of the Unincorporated Charity to form an independent quorum, and so the Unincorporated Charity would also need consent from the Charity Commission to authorise the conflicts of interest. An application has therefore been made to the Charity Commission on behalf of the Unincorporated Charity for consent to the Incorporation and authorisation of the conflicts of interest under section 105 of the Charities Act 2011.

#### **Incorporation**

- 2.7. Noted: Timing:** It was noted that the target incorporation date is 1 August 2021.
- 2.8. Noted: Transfer Agreement:** It was noted that the incorporation would be effected by way of the Transfer Agreement, signed by the New Charity and by two trustees on behalf of the Unincorporated Charity.
- 2.9. Noted:** It was noted that the Transfer Agreement states that the value of the assets being transferred from the Unincorporated Charity to the New Charity exceed its liabilities. It was further noted that the Unincorporated Charity is able to meet its debts as they fall due.
- 2.10. Noted: Signing the documents:** it was noted that the most efficient way of dealing with the Transfer Agreement was to authorise any two or more trustees to agree and sign the Transfer Agreement.
- 2.11. Noted: Draft documents:** a draft of the Transfer Agreement had been circulated with the meeting papers.

#### **Incorporation Resolutions**

##### **IT WAS RESOLVED:**

- 2.12.** that it was in the best interests of the New Charity and in furtherance of the New Charity's objects to pursue the Incorporation and receive the Unincorporated Charity's assets, activities, contracts, employees, etc and to grant an indemnity to the trustees of the Unincorporated Charity on the terms set out in the Transfer Agreement;
- 2.13.** to approve the Transfer Agreement in its current form;
- 2.14.** that any one or more of the trustees acting jointly with the Chief Executive of the New Charity shall have authority to take any action and to negotiate and agree any documents or arrangements which are required to effect Incorporation, including without limitation the Transfer Agreement; and
- 2.15.** that any one or more trustees (as required by the relevant documents) or, in the case of documents not needing to be signed by one or more trustees, the Chief Executive of the New Charity be and hereby is/are authorised to:
- 2.15.1.** sign, execute and deliver any documents (including but not limited to the Transfer Agreement) which are necessary or expedient to effect the Incorporation;
- 2.15.2.** make or approve such amendments as they see fit to any documents (including but not limited to the Transfer Agreement) prior to such signature or execution; and
- 2.15.3.** do whatever additional acts or things they may deem appropriate and expedient in relation to the Incorporation.

#### **Other business**

- 2.16. Noted:** The Chair noted that none of the trustees had a conflict of interest for this section of the meeting and that it was therefore quorate.
- 2.17. Noted:** It was noted that, in accordance with clause 22 of the New Charity's constitution, the trustees of the New Charity from the day immediately following the date the Incorporation takes effect would be made up those persons elected and/or appointed by the Unincorporated Charity as its board of trustees, made up of not more

than four Sabbatical Trustees, not more than four Student Trustees and not more than four Lay Trustees, as follows:

2.17.1. Ben Statham-Wilkins (Sabbatical Trustee), Steven Preece (Sabbatical Trustee), Ellie Ricks (Sabbatical Trustee), Charlotte Agnew (Sabbatical Trustee), Kevin Werry (Lay Trustee), Paul Northmore (Lay Trustee), Rosie Hunnam (Lay Trustee), Julian Waring (Lay Trustee), Fatuma Mohamud (Student Trustee), Sajjad Hossain (Student Trustee).

**2.18. Approved:** The Trustees considered the draft bye-laws, which had previously been circulated. **IT WAS RESOLVED** that the bye-laws be and are formally adopted.

### **3. CLOSE**

**3.1.** There being no further business, the Chair declared the meeting closed.